

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

District of DELAWARE  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 201

## **Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

YOGAWORKS, INC., a Delaware C-Corporation

**2. All other names debtor used in the last 8 years**

Include any assumed names,  
trade names, and *doing business*  
as names

3. Debtor's federal Employer Identification Number (EIN)

**4. Debtor's address**

**Principal place of business**

**Mailing address, if different from principal place  
of business**

2215 Main Street

---

Number Street

Number Street

**Santa Monica**      **CA**      **90405**  
City                      State              ZIP Code

Los Angeles

County

\_\_\_\_\_  
11

5. Debtor's website (URL)

[www.yogaworks.com](http://www.yogaworks.com)

Debtor	YOGAWORKS, INC.		Case number (if known)
<p>Name _____</p> <p><b>6. Type of debtor</b></p> <p><input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  <input type="checkbox"/> Partnership (excluding LLP)  <input type="checkbox"/> Other. Specify: _____</p> <p><b>7. Describe debtor's business</b></p> <p>A. Check one:</p> <p><input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A))  <input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44))  <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A))  <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6))  <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3))  <input checked="" type="checkbox"/> None of the above</p> <p>B. Check all that apply:</p> <p><input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501)  <input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  <input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))</p> <p>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a>.</p> <p><u>8121</u></p> <p><b>8. Under which chapter of the Bankruptcy Code is the debtor filing?</b></p> <p>A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.</p> <p>Check one:</p> <p><input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11. Check all that apply:</p> <p><input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).</p> <p><input type="checkbox"/> The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p> <p><input type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the <i>Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11</i> (Official Form 201A) with this form.</p> <p><input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.</p> <p><input type="checkbox"/> Chapter 12</p>			

<p>Debtor</p> <p><b>YOGAWORKS, INC.</b></p> <p>Name _____</p>	<p>Case number (if known) _____</p>
<p><b>9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?</b></p> <p>If more than 2 cases, attach a separate list.</p>	
<p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. District _____ When _____ Case number _____ MM / DD / YYYY</p>	
<p><b>10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?</b></p> <p>List all cases. If more than 1, attach a separate list.</p>	
<p><input type="checkbox"/> No</p> <p><input checked="" type="checkbox"/> Yes. Debtor <u>See Schedule 1 Attached</u> Relationship _____</p> <p>District _____ When _____ MM / DD / YYYY</p> <p>Case number, if known _____</p>	
<p><b>11. Why is the case filed in <i>this</i> district?</b></p> <p>Check all that apply:</p> <p><input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</p> <p><input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.</p>	
<p><b>12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?</b></p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</p> <p><b>Why does the property need immediate attention? (Check all that apply.)</b></p> <p><input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____</p> <p><input type="checkbox"/> It needs to be physically secured or protected from the weather.</p> <p><input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</p> <p><input type="checkbox"/> Other _____</p>	
<p><b>Where is the property?</b> _____</p> <p>Number _____ Street _____</p> <p>_____</p> <p>City _____ State ZIP Code _____</p>	
<p><b>Is the property insured?</b></p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Insurance agency _____</p> <p>Contact name _____</p> <p>Phone _____</p>	

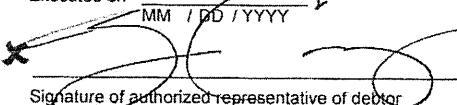
**Statistical and administrative information**

Debtor YOGAWORKS, INC.  
 Name \_\_\_\_\_ Case number (if known) \_\_\_\_\_

13. Debtor's estimation of available funds	Check one:		
	<input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors. <input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.		
14. Estimated number of creditors	<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> More than 100,000
15. Estimated assets	<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> More than \$50 billion
16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$1,000,001-\$10 million <input checked="" type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor	The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.	
	I have been authorized to file this petition on behalf of the debtor.	
	I have examined the information in this petition and have a reasonable belief that the information is true and correct.	
	I declare under penalty of perjury that the foregoing is true and correct.	
	Executed on <u>10 14 2020</u> <u>MM / DD / YYYY</u>	
	Signature of authorized representative of debtor	
	Title <u>Chief Executive Officer</u>	
	Printed name <u>Brian Cooper</u>	

Debtor	YOGAWORKS, INC.			Case number (if known)		
Name						
18. Signature of attorney		<input checked="" type="checkbox"/> <u>/s/ Thomas J. Francella, Jr.</u>			Date	10 14 2020
		Signature of attorney for debtor			MM	/ DD / YYYY
Thomas J. Francella, Jr.						
Printed name						
Cozen O'Connor						
Firm name						
1201 North Market Street, Suite 1001						
Number	Street	DE	19801			
Wilmington		State		ZIP Code		
City						
302-295-2000		Email address				
Contact phone		<u>TFrancella@cozen.com</u>				
3835		DE				
Bar number		State				

**SCHEDULE 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively the "Debtors"), filed a voluntary petition for relief under chapter 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors are moving for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of YogaWorks, Inc., a Delaware corporation.

1. YogaWorks, Inc., a Delaware C-Corporation
2. Yoga Works, Inc., a California C-Corporation

**RESOLUTIONS  
OF THE STEERING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF YOGAWORKS, INC.**

October 14, 2020

**WHEREAS**, by resolutions dated October 5, 2020 the Board of Directors (the "Board") for YogaWorks, Inc. ("YogaWorks," or, the "Company") authorized the formation of a committee (the "Steering Committee") to, among other things, (a) prepare, authorize, and direct a process to be commenced by the Company under Title 11 of the U.S. Code (the "Bankruptcy Code"), the Canadian Bankruptcy and Insolvency Act, or any similar or alternative insolvency-related options or regimes (a "Bankruptcy Proceeding"), and (b) authorize and direct the Company's retention of professionals, (c) select and authorize the Company to negotiate, finalize, consummate, and otherwise proceed with transactions to be consummated through a Bankruptcy Proceeding, and (d) approve and authorize decisions impacting the employment or retention of the Company's employees, agents, contractors, and representatives;

**WHEREAS**, after due consideration taking into account the information available to it at this time, and after consultation with the Company's management and legal, financial, and other advisors, and in the exercise of its reasonable business judgment, the Steering Committee has determined that it is in the best interests of the Company, its stakeholders, and its creditors to commence a Bankruptcy Proceeding or Proceedings on behalf of the Company and undertake the other actions approved by these Resolutions; and

**WHEREAS**, after due consideration taking into account the information available to it at this time and after consultation with the Company's management and legal, financial, and other advisors, and in the exercise of its business judgment, the Steering Committee has determined that it is in the best interests of the Company to consent to and approve the commencement of a Bankruptcy Proceeding by its wholly owned domestic subsidiary, Yoga Works, Inc. a California corporation ("Yoga Works - California"), and, to the extent necessary, to consent to and approve the filing of petitions for relief under chapter 11 of the Bankruptcy Code by the wholly owned subsidiary of Yoga Works – California; and

**WHEREAS**, after due consideration taking into account the information available to it at this time and after consultation with the Company's management and legal, financial, and other advisors, and in the exercise of its business judgment, the Steering Committee has determined that it would be desirable and in the Company's best interests for the Company to sell, in one or several transactions, any or all of the assets of the Company, including, without limitation, the Company's brand, and inventory, through and as part of the Bankruptcy Proceeding (collectively, the "Potential Sale Transactions").

**Chapter 11 Filing**

**NOW, THEREFORE, BE IT RESOLVED**, that the Steering Committee has declared, and it hereby does declare, that it is in the best interests of the Company and its stakeholders that the Company seek relief under the Bankruptcy Code.

**FURTHER RESOLVED**, that the Company shall be, and hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), in the Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing.

**Debtor in Possession Financing Facility**

**NOW, THEREFORE, BE IT RESOLVED**, that the Company, subject to approval of the Bankruptcy Court, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into a new debtor in possession financing facility (the "DIP Facility") and any associated documents and consummate, and perform under, the transactions contemplated therein (collectively, the "Financing Transactions") with Serene Investment Management, LLC or any of its affiliates or related funds, on such terms substantially consistent with those presented to the Steering Committee on or prior to the date hereof and as may be further approved, modified or amended by the Steering Committee, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, in such case, as may be deemed necessary or desirable by the Steering Committee in connection with the Financing Transactions;

**Subsidiary Resolutions**

**NOW, THEREFORE, BE IT RESOLVED**, that the Company hereby authorizes and consents to, and approves of, each of Yoga Works - California (a) filing a petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court, (b) entering into, and filing, the Financing Documents, and related documents, and consummating, and performing under, the transactions contemplated therein, and (c) entering into, and consummating, the sale of any or all of the assets of Yoga Works - California and as part of the Chapter 11 Case.

**Retention of Professionals and Claims and Noticing Agent**

**NOW, THEREFORE, BE IT RESOLVED**, that the engagement by the Company, on behalf of itself and of Yoga Works - California of (a) Shulman Bastian Friedman & Bui LLP, as restructuring counsel, (b) Cozen O'Connor, as Delaware restructuring counsel, (c) Force Ten Partners, LLC, as financial advisors, and (d) BMC Group, Inc., as claims, noticing, and solicitation agent, and administrative advisor, in each case, is hereby ratified, adopted and approved in all respects.

**FURTHER RESOLVED**, that Shulman Bastian Friedman & Bui LLP, and any additional co-counsel or special or local counsel selected by the Company, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor in possession, in connection with any Chapter 11 case commenced by or against it under the Bankruptcy Code.

**Additional Resolutions**

**NOW, THEREFORE, BE IT RESOLVED**, that all acts lawfully done or actions lawfully taken by any officer of the Company or any professionals engaged by the Company in connection

with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

**FURTHER RESOLVED**, that any and all actions and transactions by the Steering Committee or any officer for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes.

**FURTHER RESOLVED**, that the corporate secretary of the Company is authorized and directed to certify and/or attest these resolutions, certificate of incumbency and such other documents or instruments that the corporate secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company.

**FURTHER RESOLVED**, that officers of the Company shall upon action by the Steering Committee be authorized, directed and empowered, by the Steering Committee to in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver, and perform, or cause to be negotiated, executed, delivered, and performed, on behalf of, and take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any proper officer of the Company may deem necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, as may be deemed necessary, desirable or appropriate.

**IN WITNESS WHEREOF**, the undersigned, being all of the members of the Steering Committee of the Board of Directors, have executed these Resolutions as of the date first written above. These Resolutions of the Steering Committee of the Board of Directors of YogaWorks, Inc. may be signed in two or more counterparts, which may be delivered by facsimile or by email or other internet transmission of .pdf, .jpg, .tiff, or other image files or other signature mechanism, each of which together shall be deemed an original, and all of which shall be deemed one instrument notwithstanding that all members of the Steering Committee have not signed the same counterpart.

**STEERING COMMITTEE OF BOARD OF DIRECTORS:**

DocuSigned by:

Lance Miller

65E9F19F-D847-4...

**LANCE MILLER**

DocuSigned by:

Peter Elkin

0E2010820F5358B...

**PETER ELKIN**

## Fill in this information to identify the case:

Debtor name	YOGAWORKS, INC., a Delaware C-Corp	
United States Bankruptcy Court for the:	District of Delaware	(State)
Case number (If known):		

Check if this is an amended filing

## Official Form 204

## Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	DANIELA CAESAR-RODEN, individually and on behalf of others similarly situated C/O GUNDZIK GUNDZIK HEEGER LLP 14011 VENTURA BLVD., SUITE 206E SHERMAN OAKS, CA 91423	AARON C GUNDZIK (818) 290-7461 REBECCA G GUNDZIK	Judgment				\$ 1,000,000.00
2	INTERNAL REVENUE SERVICE P.O. BOX 7346 PHILADELPHIA, PA 19101-7346		Taxes				\$ 539,534.59
3	LATHAM & WATKINS LLP PO BOX 7247-8181 PHILADELPHIA, PA 19170-8181	STEVEN STOKDYK (213) 891-7421 steven.stokdyk@lw.com RYAN HURSH, 310.862.9461 CYu@lpc.com	Legal				\$ 289,504.69
4	RUNWAY OWNER, LLC C/O LPC WEST, LLC 12775 MILLENNIUM DR., #165 PLAYA VISTA, CA 90094	NADIA GHNEIM Ngheim@djmcapital.com	Lease				\$ 239,196.00
5	PES PARTNERS, LLC C/O FEDERAL REALTY INVESTMENT TRUST ATTENTION: LEGAL DEPARTMENT 909 ROSE AVENUE, SUITE 200 NORTH BETHESDA, MD 20852	LORA VRASTIL (310) 647-3431 lvrastil@comstock-omes.com JEFF KRESHEK Jkreshek@federalrealty.com	Lease				\$ 201,930.00
6	MARIN COUNTY MART, LLC. C/O J S ROSENFIELD & CO. 921 MONTANA AVENUE SANTA MONICA, CA 90403	JAMES ROSENFIELD 310.458.6682 Jrosenfield@jsrosenfield.com JOSH ROSENFIELD (310) 458-6682 josh@jrosenfield.com	Lease				\$ 188,292.00
7	JACKSON LEWIS P C PO BOX 416019 BOSTON, MA 02241-6019	MIA FARBER Mia.Farber@jacksonlewis.com	Legal				\$ 187,027.89

Debtor: YOGAWORKS, INC., a Delaware C-Corp  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8 210 MUNI LLC CASEY MARTINEZ UNITED AMERICAN LAND LLC 430 WEST BROADWAY NEW YORK, NY 10012	ALBERT LABOZ 212-431-7500 Albert@ualny.com;albert@unitedaland.com	CASEY MARTINEZ (212) 431-7500 casey@unitedaland.com	Lease			\$ 180,000.00
9 AMERICAN COMMERCIAL EQUITIES, LLC 23805 STUART RANCH RD SUITE 220 MALIBU, CA 90265 AEI NAPERPLACE, LLC, & BEN A &	STEPHANIE PHONGSA HO (310) 774-5428 sphongsaho@acemalibu.com		Lease			\$ 178,128.00
10 LAURIE R TRAINER TTEES OF BEN ADAM TRAINER & LAURIE RUTH TRAINER REV TST DATED MAY 8, 2007, AS TENANTS IN COMMON 11100 SANTA MONICA BLVD, SUITE 260 LOS ANGELES, CA 90025	CURT CHRISTENSEN (720) 232-6088 Cchristensen@abingtonemerson.com		Lease			\$ 171,108.00
11 FREDERICK H LEEDS INTERVIVOS TST & OVED FAMILY TST 1900 S SEPULVEDA BLVD STE 212 LOS ANGELES, CA 90025	JORDAN WHEELER (310) 405-7606 jwheeler@fredleedsproperties.com		Lease			\$ 160,956.00
12 WEST VALLEY OWNER LLC ATT: LEGAL DEPT. 2049 CENTURY PARK EAST, 41ST FLR LOS ANGELES, CA 90067	LORI BERNHARD, ALASTAIR BOUCAUT (310) 689-2639 Lori.bernhardt@urw.com, alastair.boucaut@urw.com	MOLLY UNGER, REPRESENTATIVE 818.227.5500	Lease			\$ 157,374.00
13 AKF3 VALENCIA, LLC 21500 BISCAYNE BLVD, STE 700 AVENTURA, FL 33180	BRUCE KASSMAN (305) 392-4117; bkassman@adler-partners.com		Lease			\$ 151,830.00
14 VILLAGE WALK TARZANA A2, LLC C/O PACIFIC EQUITY PROPERTIES, INC. 1317 5TH ST., STE 200 SANTA MONICA, CA 90401	KEVIN MCDONALD (949) 491-1178; wrestle45@aol.com					
15 AMERICAN EXPRESS PO BOX 36001 FT LAUDERDALE, FL 33336	MAURICIO LETONA (951) 783-1810 Mletona@pinetree.com		Lease			\$ 150,588.00
16 230 NEWPORT CENTER DRIVE LLC 1100 NEWPORT CENTER DRIVE #200 NEWPORT BEACH, CA 92660	NORMA YANEZ norma.g.yanez@aexp.com	JENNIFER RIVERA (949) 760-9150; Jrivera@burnhamusa.com	Credit Card			\$ 149,779.50
	ERNIE PARK (562) 698-9771 Ernie.Park@Bewleylaw.com		Lease			\$ 145,080.00

Debtor: YOGAWORKS, INC., a Delaware C-Corp  
Name:

Case number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
17 CIM/ 11620 WILSHIRE (LOS ANGELES ), L P C/O CIM COMMERCIAL TRUST CORPORATION ATT: LEGAL DEPT 17950 PRESTON ROAD, SUITE 600 DALLAS, TX 75252	EVA CHANG (310) 479-0211 echang@cimgroup.com	Lease				\$ 142,236.00
18 3460 W 7TH STREET (CA) LLC MWEST HOLDINGS 13949 VENTURA BLVD, STE 350 SHERMAN OAKS, CA 91423	VLADY SHEYNIN (818) 659-7036 vsheynin@mwestholdings.com					\$ 139,734.00
19 THE ULTIMATE SOFTWARE GROUP, INC. PO BOX 930953 ATLANTA, GA 31193-0953	ANN PAEK – CIM apaek@cimgroup.com	Lease				\$ 136,648.03
20 MIDTOWN CENTRAL SQUARE, L L C 2100 TRAVIS STREET, #250 HOUSTON, TX 77002	BRETT MARKS (954) 712-6092 brett.marks@akerman.com	Vendor				\$ 116,340.00
21 BARJEN REALTY TRUST, U/D/T OF SEPTEMBER 1, 1981 301 WELLESLEY ST. WESTON, MA 02493	JULIET GARCIA (713) 655-0036 juliet@cpc-tx.com	Lease				\$ 116,016.00
22 TR COSTA MESA COURTYARDS LLC VESTAR PROPERTY MANAGEMENT 2437 PARK AVENUE ATTN: PROPERTY MANAGER - COSTA MESA COURTYARDS TUSTIN, CA 92782	ARIAN MAHER (714) 259-9015					\$ 115,332.00
23 UPLANDER WAY, LLC 5774 UPLANDER WAY CULVER CITY, CA 90230-6606	VERONICA SALGADO-RICO (714) 259-9015 vsalgado-rico@vestar.com	Lease				\$ 111,120.00
24 TALTAR-WESTWOOD 2770 LEONIS BLVD STE 119 VERNON, CA 90058	JEFF HAAS (310) 641-4700 Jeff@haasentertainment.com	Lease				\$ 110,538.00
25 THE NINE FORTY FIVE MARKET CORP PO BOX 2797 SAUSALITO, CA 94966	ATT: RAMIN YOUNABIAN (323) 425-9938 ramin@easymgm.com	Lease				\$ 106,920.00
	DAVID T GIANNINI (415) 331-5600 dtgiannini@gianninilaw.com					
	MATT GIANNINI (415) 331-5600 matt@945mkt.com	Lease				

Debtor: YOGAWORKS, INC., a Delaware C-Corp  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
26 474 BROADWAY REALTY CORP 451 BROADWAY NEW YORK, NY 10013	NORMAN KRAMER (212) 226-4530 nkramer16@gmail.com;  MOSHE KRAMER (212) 226-4530 kramermanagement1@gmail.com		Lease			\$ 103,956.00
27 ALISO CREEK SHOPPING CENTER INC. SHELTER BAY RETAIL GROUP 655 REDWOOD HIGHWAY, SUITE 177 MILL VALLEY, CA 94941	TANYA KESHISHIAN (818) 524-2255 tkeshishian@shelterbay.com  MAYRA RAMIREZ (818) 542-2255 mramirez@mobilite.com		Lease			\$ 102,504.00
28 TOMPKINS FAMILY LIMITED PARTNERSHIP C/O TOMPKINS TRUST PO BOX 885 KENTFIELD, CA 94904-0884	LES NATALI  (415) 774-6052 natali7@comcast.net		Lease			\$ 97,392.00
29 440-444 KIPLING ALHOUSE DEATON ELIZABETH BROPHY KULEMIN TRUST BROPHY KULEMIN TRUST ONE, GERTRUDE HALEY TRUST 2600 EL CAMINO, SUITE 200 PALO ALTO, CA 94306	JEFF DEATON (650) 857-0117 jdeaton@alhousedeaton.com		Lease			\$ 94,662.00
30 KATINAS PROPERTIES 1609 17TH STREET, NW WASHINGTON, DC 20009	PAUL KATINAS (202) 487-5882 pkatinas@aol.com  DIANE BURNES (202) 487-5882 dkburnes49@gmail.com		Lease			\$ 93,465.00

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

YOGAWORKS, INC., a Delaware C-Corporation,

Chapter 11

Case No. \_\_\_\_\_

Debtor.

**CORPORATE OWNERSHIP STATEMENT**  
[FRBP 1007(a)(l) and 7007.1]

Pursuant to Rules 1007(a)(l) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interest, or states that there are no entities to report under FRBP 7007.1:

<u>Name and Address</u>	<u>Approximate Percentage of Ownership Held</u>
Great Hills Partners	70%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  
YOGAWORKS, INC., a Delaware C-corporation,  
Debtor.

Chapter 11  
Case No. \_\_\_\_\_

**LIST OF EQUITY SECURITY HOLDERS**

Member Name and Address	Approximate Percentage of Ownership
<b>SEE ATTACHED</b>	

**LIST OF SHAREHOLDERS**  
**PHILADELPHIA STOCK TRANSFER**  
**Effective: 9/15/20**

Issue: YOGAWORKS INC Account/TIN	Name & Address	Ticker: YOGA	Cusip: 986005106 Shares Held
D0000000019 13-2555119	CEDE & CO PO BOX 20 BOWLING GREEN STATION NEW YORK NY 10004		5,023,852 29.286 %
1120-4 537-19-7855	VANCE CHANG 3200 PATRICIA AVE LOS ANGELES CA 90064		7,597 0.044 %
C0000000116	CONTROL ACCOUNT RESTRICTED NOMINEE FOR BOOK BALANCE ACCOUNT FOR YOGAWORKS INC 2320 HAVERFORD RD SUITE 230 ARDMORE PA 19003		622 0.004 %
1 141-84-2108	JAY DECOONS 24367 NE 26TH CT SAMMAMISH WA 98074-3339		1,499 0.009 %
C0000000035 46-4250371	GREAT HILL EQUITY PARTNERS V LP C/O MICHAEL A KUMIN ONE LIBERTY SQUARE BOSTON MA 02109		11,714,721 68.290 %
C0000000027 04-3463165	GREAT HILL INVESTORS LLC C/O MICHAEL A KUMIN ONE LIBERTY SQUARE BOSTON MA 02109		38,699 0.226 %
C0000000060 551-51-1384	ROSANNA MCCOLLOUGH 10763 LINDBROOK DR LOS ANGELES CA 90024		65,365 0.381 %
1120-5 545-57-2307	SKY MELTZER 12625 WESTMINSTER AVE LOS ANGELES CA 90066		44,397 0.259 %
N0000000221	NOMINEE ACCOUNT\<CR3 CLASS> PHILADELPHIA STOCK TRANSFER 2320 HAVERFORD RD SUITE 230 ARDMORE PA 19003		3 0.000 %

**LIST OF SHAREHOLDERS****PHILADELPHIA STOCK TRANSFER**

Effective: 9/15/20

Issue: YOGAWORKS INC	Ticker: YOGA	Cusip: 986005106
Account/TIN	Name & Address	Shares Held
C0000000124	PHILADELPHIA STOCK TRANSFER AS AGENT FOR SOP PLAN RECONCILIATION BALANCE 2320 HAVERFORD RD SUITE 230 ARDMORE PA 19003	1,352 0.008 %
2 379-68-7988	PHIL SWAIN 23901 BERDON ST WOODLAND HLS CA 91367	718 0.004 %
T0000000019	TREASURY -M- C/O PHILADELPHIA STOCK TRANSFER 2320 HAVERFORD RD SUITE 230 ARDMORE PA 19003	254,987 1.486 %
3 611-03-8969	FRANNIE WONG 3255 MILITARY AVE LOS ANGELES CA 90034	659 0.004 %

13 Holders Qualified	Outstanding Shares:	<u>17,154,471</u>
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Fill in this information to identify the case and this filing:

Debtor Name YOGAWORKS, INC., a Delaware C-Corporation

United States Bankruptcy Court for the: \_\_\_\_\_ District of DE  
(State)

Case number (if known) \_\_\_\_\_

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors 10/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

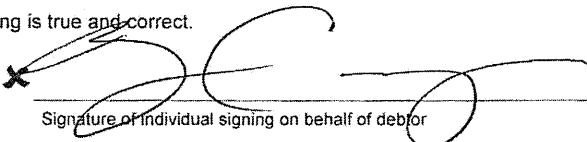
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired (Official Form 206G)
- Schedule H: Codebt (Official Form 206H)
- Summary of Assets and Liabilities for Non-Debtors (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims (Official Form 204) not Inside
- Other document that requires a declaration Corporate Ownership Statement; List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/14/2020

MM / DD / YYYY



Signature of individual signing on behalf of debtor

Brian Cooper

Printed name

Chief Executive Officer

Position or relationship to debtor